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Counsel to Cyrus Capital Partners, L.P.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	Chapter 11
In re:)	
)	Case No. 18-23538 (RDD)
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,)	
)	
)	(Jointly Administered)
Debtors.)	
)	
)	
_____)	

**CYRUS CAPITAL PARTNERS, L.P.'S NOTICE OF WITHDRAWAL OF
MOTION FOR LEAVE TO FILE UNDER SEAL (1) MEMORANDUM OF LAW
IN SUPPORT OF CYRUS CAPITAL PARTNERS, L.P. TO DETERMINE THE
AMOUNT OF SECURED CLAIMS UNDER SECTION 506(a) AND SECTION
507(b) ADMINISTRATIVE CLAIMS PURSUANT TO BANKRUPTCY RULE
3012 AND IN OPPOSITION TO DEBTORS' REQUEST TO SURCHARGE
COLLATERAL PURSUANT TO SECTION 506(c) AND
(2) EXPERT REPORT OF MARTI P. MURRAY**

Pursuant to agreements reached among the applicable parties and written
permission from the Court, ESL,¹ and Debtors,² Cyrus Capital Partners, L.P., by and

¹ ESL Investments, Inc. and certain of its affiliated parties (including JPP, LLC and JPP II, LLC (collectively, "ESL")).

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680);

through its undersigned counsel, hereby withdraws the *Motion of Cyrus Capital Partners, L.P. for Leave to File Under Seal (1) Memorandum of Law In Support of Cyrus Capital Partners, L.P. to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and In Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) and (2) Expert Report of Marti P. Murray* [ECF No. 4274].

Dated: July 10, 2019
New York, New York

MILBANK LLP

By: /s/ Thomas R. Kreller

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ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.